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Katherine Stadler (*Pro Hac Vice*)

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN LATHAM & WATKINS LLP AND  
THE FEE COMMITTEE REGARDING THE  
SECOND INTERIM APPLICATION OF LATHAM & WATKINS LLP,  
SPECIAL COUNSEL TO THE DEBTORS,  
FOR COMPENSATION AND EXPENSES  
FOR THE PERIOD JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 10, 2010, Latham & Watkins LLP (“Latham”) filed the  
*Application of Latham & Watkins LLP for Allowance of Interim Compensation and  
Reimbursement of Expenses for the Sixth Interim Period* (the “Second Fee Application”) [Docket  
No. 13393] seeking interim fees in the amount of \$237,512.50 for professional services rendered  
and reimbursement of out-of-pocket expenses in the amount of \$500.11;

WHEREAS, Latham has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Second Fee Application, issued a Confidential Letter Report on April 15, 2011, and entered into a dialogue with Latham regarding this application;

WHEREAS, as a result of this dialogue, Latham has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$16,204.00 for professional services rendered and a \$44.75 disallowance for reimbursement of out-of-pocket expenses; and

WHEREAS, notwithstanding this Stipulation, the Second Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Latham & Watkins LLP hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Latham’s request for interim compensation and reimbursement of expenses in the reduced amount of \$221,308.50 in fees and \$455.36 in expenses.

Dated: Madison, Wisconsin  
September 22, 2011

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
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*Attorneys for Fee Committee*

Dated: New York, New York  
August 12, 2011

LATHAM & WATKINS LLP

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